

HELM
FINANCIAL CORPORATION

One Embarcadero Center • San Francisco, CA 94111

415/398-4510

FAX 415/398-4816

VIA AIR COURIER

March 18, 1996

Ms. Mildred Lee
Recordations Unit
Surface Transportation Board
Department of Transportation
12th and Constitution Avenue, N.W.
Washington, DC 20423

Dear Ms. Lee:

Enclosed are two (2) originals of the Memorandum of Lease of Railroad Equipment dated as of January 29, 1996 between the following parties:

Lessor: Helm Financial Corporation
One Embarcadero Center, Suite 3700
San Francisco, CA 94111

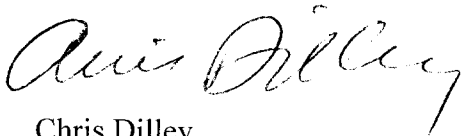
Lessee: Amvest Coal Sales, Inc.
One Boar's Head Place
Charlottesville, VA 22903

The equipment involved in this transaction is as follows:

Equipment: One hundred fifty-four (154) open top coal hopper railcars (See Schedule A attached for reporting mark & numbers.)

Please file this agreement as a primary document. The filing fee of \$21.00 is enclosed.

Sincerely,



Chris Dilley
Administrative Assistant

/cpd
Enclosure

Documents -

19981

MAR 19 4 23 PM '96

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20425-0001

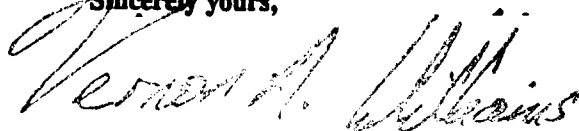
3/19/96

Chris Dilley
Administrative Assistant
Helm Financial Corporation
One Embarcadero Center
San Francisco, CA., 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/19/96 at 4:30PM, and assigned recordation number(s). 19979, 19980, 19981, 16659-B, 19425-A, 19474-A and 19878-A.

Sincerely yours,

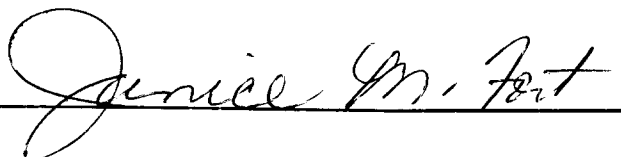


Vernon A. Williams
Secretary

Enclosure(s)

\$ 147.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



19981

MEMORANDUM OF
FULL MAINTENANCE LEASE AGREEMENT

THIS MEMORANDUM OF FULL MAINTENANCE LEASE AGREEMENT (the "Memorandum") is made as of January 29, 1996 and is intended to evidence that certain Full Maintenance Lease Agreement dated as of January 29, 1996 (the "Lease") between HELM FINANCIAL CORPORATION, a California corporation ("Lessor"), and AMVEST COAL SALES, INC., a Virginia corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board of the Department of Transportation under Section 49 of U.S.C. 11303. Lessor has the right to lease the railcars, more fully described in Schedule A hereto (the "Units"). Lessee leased from Lessor the Units at the Rent and upon the terms and conditions provided in the Lease.

The Lease and the Units cannot be assigned, subleased or in any way encumbered without the prior written consent of Lessor, except as otherwise provided in the Lease. Lessee has granted a security interest unto Lessor in and to any and all Payments, as such term is defined in the Lease, including, without limitation, any and all Rent and other Payments pursuant to any sublease of the Units. In the Event of Default, as such term is defined in the Lease, Lessee assigns any and all subleases to Lessor.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed by their duly authorized representative as of the day and year first above written.

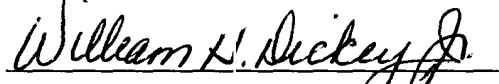
LESSOR

LESSEE

HELM FINANCIAL CORPORATION

AMVEST COAL SALES, INC.

By: 

By: 

Print Name: Richard C. Kirchner

Print Name: WILLIAM H. DICKEY, JR

Its: President

Its: PRESIDENT

SCHEDULE A

TO THE MEMORANDUM OF LEASE

THE UNITS

Description of Units:

One hundred fifty-four (154), 3400-3600 cubic foot, 100-ton capacity, three pocket, open top coal hopper railcars, built by Bethlehem Steel Corporation and Greenville Steel Car.

| Unit Number | | Unit Number | | Unit Number | | Unit Number | |
|-------------|------------|-------------|-------------|-------------|-------------|-------------|-------------|
| 1 | HLMX 1370 | 40 | HLMX 33071 | 79 | HLMX 504002 | 118 | HLMX 588727 |
| 2 | HLMX 16304 | 41 | HLMX 33074 | 80 | HLMX 504003 | 119 | HLMX 588962 |
| 3 | HLMX 16305 | 42 | HLMX 34000 | 81 | HLMX 504004 | 120 | HLMX 589053 |
| 4 | HLMX 16311 | 43 | HLMX 34001 | 82 | HLMX 504005 | 121 | HLMX 589149 |
| 5 | HLMX 16315 | 44 | HLMX 34004 | 83 | HLMX 504006 | 122 | HLMX 589276 |
| 6 | HLMX 16323 | 45 | HLMX 36048 | 84 | HLMX 504008 | 123 | HLMX 589340 |
| 7 | HLMX 16325 | 46 | HLMX 36268 | 85 | HLMX 504009 | 124 | HLMX 589348 |
| 8 | HLMX 16326 | 47 | HLMX 36360 | 86 | HLMX 504011 | 125 | HLMX 589680 |
| 9 | HLMX 16330 | 48 | HLMX 36421 | 87 | HLMX 504012 | 126 | HMJX 17104 |
| 10 | HLMX 16334 | 49 | HLMX 36940 | 88 | HLMX 504013 | 127 | HMJX 17106 |
| 11 | HLMX 16336 | 50 | HLMX 87608 | 89 | HLMX 504014 | 128 | HMJX 17127 |
| 12 | HLMX 16339 | 51 | HLMX 87610 | 90 | HLMX 504015 | 129 | HMJX 17137 |
| 13 | HLMX 33000 | 52 | HLMX 87693 | 91 | HLMX 504016 | 130 | HMJX 17143 |
| 14 | HLMX 33002 | 53 | HLMX 87710 | 92 | HLMX 540661 | 131 | HMJX 17153 |
| 15 | HLMX 33010 | 54 | HLMX 87721 | 93 | HLMX 582222 | 132 | HMJX 17165 |
| 16 | HLMX 33013 | 55 | HLMX 87791 | 94 | HLMX 582314 | 133 | HMJX 87301 |
| 17 | HLMX 33014 | 56 | HLMX 87798 | 95 | HLMX 582341 | 134 | HMJX 87329 |
| 18 | HLMX 33015 | 57 | HLMX 200000 | 96 | HLMX 582368 | 135 | HMJX 87339 |
| 19 | HLMX 33017 | 58 | HLMX 200001 | 97 | HLMX 582447 | 136 | HMJX 87393 |
| 20 | HLMX 33019 | 59 | HLMX 200003 | 98 | HLMX 582463 | 137 | HMJX 87489 |
| 21 | HLMX 33021 | 60 | HLMX 200004 | 99 | HLMX 582470 | 138 | HMJX 100000 |
| 22 | HLMX 33024 | 61 | HLMX 200005 | 100 | HLMX 582520 | 139 | HMJX 100001 |
| 23 | HLMX 33025 | 62 | HLMX 200006 | 101 | HLMX 582531 | 140 | HMJX 100002 |
| 24 | HLMX 33026 | 63 | HLMX 200007 | 102 | HLMX 582582 | 141 | HMJX 100003 |
| 25 | HLMX 33029 | 64 | HLMX 200008 | 103 | HLMX 582752 | 142 | HMJX 100004 |
| 26 | HLMX 33032 | 65 | HLMX 200009 | 104 | HLMX 582826 | 143 | HMJX 100005 |
| 27 | HLMX 33037 | 66 | HLMX 200010 | 105 | HLMX 582895 | 144 | HMJX 100006 |
| 28 | HLMX 33041 | 67 | HLMX 200011 | 106 | HLMX 582948 | 145 | HMJX 100007 |
| 29 | HLMX 33042 | 68 | HLMX 200012 | 107 | HLMX 583182 | 146 | HMJX 100008 |
| 30 | HLMX 33045 | 69 | HLMX 200014 | 108 | HLMX 586925 | 147 | HMJX 100009 |
| 31 | HLMX 33046 | 70 | HLMX 200015 | 109 | HLMX 587916 | 148 | HMJX 100010 |
| 32 | HLMX 33049 | 71 | HLMX 200017 | 110 | HLMX 587920 | 149 | HMJX 100011 |
| 33 | HLMX 33050 | 72 | HLMX 200018 | 111 | HLMX 587929 | 150 | HMJX 100012 |
| 34 | HLMX 33056 | 73 | HLMX 200020 | 112 | HLMX 587980 | 151 | HMJX 100013 |
| 35 | HLMX 33063 | 74 | HLMX 200021 | 113 | HLMX 588063 | 152 | HMJX 100014 |
| 36 | HLMX 33064 | 75 | HLMX 200022 | 114 | HLMX 588092 | 153 | HMJX 100015 |
| 37 | HLMX 33066 | 76 | HLMX 200023 | 115 | HLMX 588189 | 154 | HMJX 100018 |
| 38 | HLMX 33068 | 77 | HLMX 200024 | 116 | HLMX 588341 | | |
| 39 | HLMX 33070 | 78 | HLMX 504001 | 117 | HLMX 588568 | | |

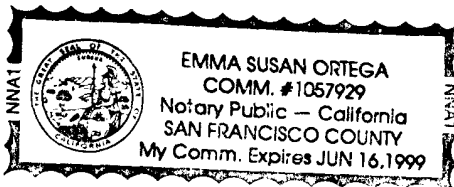
STATE OF CALIFORNIA)
) S.S.
COUNTY OF SAN FRANCISCO)

On February 23, 1996, before me, Emma S. Ortega
personally appeared Richard C. Kirchner, President of HELM FINANCIAL
CORPORATION,

☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within instrument
and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon
behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.



Emma Susan Ortega
SIGNATURE OF THE NOTARY

[Notarial Seal]

STATE OF Virginia)
) S.S.
COUNTY OF Albemarle)

On February 21, 1996, before me Kristine B. Ryalls
personally appeared William H. Dickey Jr.,
of AMVEST COAL SALES, INC.,

☒ personally known to me -OR-

— proved to me on the basis of satisfactory evidence to be the
person(s) whose name(s) is/are subscribed to the within instrument
and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their
signature(s) on the instrument the person(s), or the entity upon
behalf of which the person(s) acted, executed the instrument.

Witness my hand and official seal.

Embossed Hereon Is My
Commonwealth of Virginia Notary Public Seal
My Commission Expires March 31, 1997
KRISTINE B. ORSHEK

Kristine B. Ryalls
SIGNATURE OF THE NOTARY

[Notarial Seal]

I was originally commissioned as
Kristine B. Orshek, Notary Public